

# Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	Jointly Administered
Debtors.	)	

**Re: 6/27/05 Agenda Item No. 7  
Various Docket Numbers<sup>2</sup>**

**ORDER APPROVING QUARTERLY FEE APPLICATIONS  
FOR THE FIFTEENTH PERIOD AND CERTAIN PRIOR AMOUNTS**

Upon the fifteenth quarterly fee applications (the "Applications")<sup>3</sup> of the Professionals referenced on **Exhibit A** attached hereto for the period of October 1, 2004 through December 31,

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> Re: Docket Numbers: 8594, 8411, 8144, 7812, 7765, 7763, 7722, 7675, 7791, 8222, 8242, 7868, 7760, 7869, 8143, 7833, 7777, 7761, 8188, 8513, 7764, 7780, 7767, 8053, 7766, 8022, 8203, 7783, 8051, 7819, 7813, 7758, 7786, 7936, 8460, 7851, 7924, 7762, 8044, and 7794.

<sup>3</sup> Capitalized terms not defined in this order shall have the meaning ascribed to them in the Interim Compensation Order.

2004, and for certain previous periods as set forth therein, (the “Compensation Period”), pursuant to sections 105(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Fed. R. Bankr. P. 2016 and the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “Interim Compensation Order”); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Applications as modified on **Exhibit A** hereto are granted; and it is further

ORDERED that, except as noted below, each of the Professionals is allowed in the amounts set forth in **Exhibit A** (i) compensation for services rendered during the Compensation Period and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Period; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Professionals, 100% of any and all fees and 100% of any and all expenses listed in **Exhibit A** that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: June \_\_\_\_, 2005

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The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge

# Exhibit A

**W.R. Grace - 15<sup>th</sup> Interim (October - December, 2004)**  
**Fee and Expense Chart with Recommendations**  
**Exhibit A-1**

<b>BAKER DONELSON</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8594		\$51,000.00	\$798.96	\$51,000.00	\$798.96
<b>Total:</b>		<b>\$51,000.00</b>	<b>\$798.96</b>	<b>\$51,000.00</b>	<b>\$798.96</b>

<b>BANKRUPTCY MANAGEMENT CORPORATION</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8411		\$188,359.50	\$39,401.44	\$188,359.50	\$39,401.44
<b>Total:</b>		<b>\$188,359.50</b>	<b>\$39,401.44</b>	<b>\$188,359.50</b>	<b>\$39,401.44</b>

<b>BILZIN SUMBERG DUNN BAENA PRICE &amp; AXELROD</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8144		\$266,590.00	\$19,938.53	\$261,786.00	\$18,552.14
<b>Total:</b>		<b>\$266,590.00</b>	<b>\$19,938.53</b>	<b>\$261,786.00</b>	<b>\$18,552.14</b>

<b>BLACKSTONE</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7812		\$525,000.00	\$9,134.68	\$525,000.00	\$9,134.68
<b>Total:</b>		<b>\$525,000.00</b>	<b>\$9,134.68</b>	<b>\$525,000.00</b>	<b>\$9,134.68</b>

<b>CAMPBELL AND LEVINE</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7765		\$70,965.00	\$6,325.46	\$70,965.00	\$6,325.46
<b>Total:</b>		<b>\$70,965.00</b>	<b>\$6,325.46</b>	<b>\$70,965.00</b>	<b>\$6,325.46</b>

<b>CAPLIN AND DRYSDALE, CHARTERED</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7763		\$217,378.50	\$3,469.69	\$216,217.00	\$3,469.69
<b>Total:</b>		<b>\$217,378.50</b>	<b>\$3,469.69</b>	<b>\$216,217.00</b>	<b>\$3,469.69</b>

CAPSTONE CORPORATE RECOVERY					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7722		\$224,310.00	\$2,919.64	\$224,310.00	\$2,919.64
<b>Total:</b>		<b>\$224,310.00</b>	<b>\$2,919.64</b>	<b>\$224,310.00</b>	<b>\$2,919.64</b>

CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI, STEWART & OLSTEIN					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7675		\$61,801.00	\$2,399.56	\$61,801.00	\$2,399.56
<b>Total:</b>		<b>\$61,801.00</b>	<b>\$2,399.56</b>	<b>\$61,801.00</b>	<b>\$2,399.56</b>

CASNER & EDWARDS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7791		\$64,935.00	\$45,135.82	\$64,935.00	\$45,135.82
<b>Total:</b>		<b>\$64,935.00</b>	<b>\$45,135.82</b>	<b>\$64,935.00</b>	<b>\$45,135.82</b>

CIBC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8222		\$400,000.00	\$2,726.28	\$400,000.00	\$2,726.28
<b>Total:</b>		<b>\$400,000.00</b>	<b>\$2,726.28</b>	<b>\$400,000.00</b>	<b>\$2,726.28</b>

CONWAY DEL GENIO					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8242		\$150,000.00	\$116.26	\$150,000.00	\$116.26
<b>Total:</b>		<b>\$150,000.00</b>	<b>\$116.26</b>	<b>\$150,000.00</b>	<b>\$116.26</b>

DAVID T. AUSTERN					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7868		\$21,300.00	\$53.00	\$21,300.00	\$53.00
<b>Total:</b>		<b>\$21,300.00</b>	<b>\$53.00</b>	<b>\$21,300.00</b>	<b>\$53.00</b>

DUANE MORRIS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7760		\$100,271.00	\$10,120.25	\$100,271.00	\$10,120.25
<b>Total:</b>		<b>\$100,271.00</b>	<b>\$10,120.25</b>	<b>\$100,271.00</b>	<b>\$10,120.25</b>

<b>FERRY &amp; JOSEPH, P.A.</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7869		\$23,449.00	\$2,479.28	\$23,449.00	\$2,479.28
<b>Total:</b>		<b>\$23,449.00</b>	<b>\$2,479.28</b>	<b>\$23,449.00</b>	<b>\$2,479.28</b>

<b>HAMILTON, RABINOVITZ &amp; ALSCHULER, Inc.</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8143		\$94,492.50	\$128.02	\$94,492.50	\$128.02
<b>Total:</b>		<b>\$94,492.50</b>	<b>\$128.02</b>	<b>\$94,492.50</b>	<b>\$128.02</b>

<b>HOLME ROBERTS AND OWEN LLP</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7833		\$35,631.50	\$4,318.47	\$35,631.50	\$4,318.47
<b>Total:</b>		<b>\$35,631.50</b>	<b>\$4,318.47</b>	<b>\$35,631.50</b>	<b>\$4,318.47</b>

<b>KIRKLAND &amp; ELLIS</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7777		\$2,286,400.00	\$112,633.42	\$2,279,008.50	\$110,200.64
<b>Total:</b>		<b>\$2,286,400.00</b>	<b>\$112,633.42</b>	<b>\$2,279,008.50</b>	<b>\$110,200.64</b>

<b>KLETT ROONEY LIEBER AND SCHORLING</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7761		\$74,535.50	\$2,445.24	\$74,535.50	\$2,445.24
<b>Total:</b>		<b>\$74,535.50</b>	<b>\$2,445.24</b>	<b>\$74,535.50</b>	<b>\$2,445.24</b>

<b>KRAMER LEVIN NAFTALIS &amp; FRANKEL</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8188		\$406,517.00	\$14,406.04	\$400,556.50	\$14,265.04
<b>Total:</b>		<b>\$406,517.00</b>	<b>\$14,406.04</b>	<b>\$400,556.50</b>	<b>\$14,265.04</b>

<b>LATHAM &amp; WATKINS</b>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8513		\$103,141.00	\$4,617.85	\$103,141.00	\$4,617.85
<b>Total:</b>		<b>\$103,141.00</b>	<b>\$4,617.85</b>	<b>\$103,141.00</b>	<b>\$4,617.85</b>



LEGAL ANALYSIS				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7764	\$1,455.00	\$0.00	\$1,455.00	0.00
<b>Total:</b>	<b>\$1,455.00</b>	<b>\$0.00</b>	<b>\$1,455.00</b>	<b>0.00</b>

LUKINS & ANINS				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7780	\$47,855.50	\$2,545.26	\$47,855.50	\$2,545.26
<b>Total:</b>	<b>\$47,855.50</b>	<b>\$2,545.26</b>	<b>\$47,855.50</b>	<b>\$2,545.26</b>

LEXECON				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7767	\$51,176.03	\$3,247.68	\$51,176.03	\$3,247.68
<b>Total:</b>	<b>\$51,176.03</b>	<b>\$3,247.68</b>	<b>\$51,176.03</b>	<b>\$3,247.68</b>

NELSON MULLINS RILEY and SCARBOROUGH, LLP				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8053	\$29,961.00	\$133.51	\$29,961.00	\$133.51
<b>Total:</b>	<b>\$29,961.00</b>	<b>\$133.51</b>	<b>\$29,961.00</b>	<b>\$133.51</b>

OFFICIAL COMMITTEE OF ASBESTOS CLAIMANTS				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7766	\$0.00	\$235.66	\$0.00	\$235.66
<b>Total:</b>	<b>\$0.00</b>	<b>\$235.66</b>	<b>\$0.00</b>	<b>\$235.66</b>

OFFICIAL COMMITTEE OF PROPERTY DAMAGE				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8022	\$0.00	\$2,914.73	\$0.00	\$2,742.22
<b>Total:</b>	<b>\$0.00</b>	<b>\$2,914.73</b>	<b>\$0.00</b>	<b>\$2,742.22</b>

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB, P.C.				
Fee Application Docket No.	Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8203	\$122,618.00	\$116,277.58	\$122,618.00	\$116,277.58
<b>Total:</b>	<b>\$122,618.00</b>	<b>\$116,277.58</b>	<b>\$122,618.00</b>	<b>\$116,277.58</b>

PHILLIPS GOLDMAN					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7783		\$20,646.00	\$1,018.20	\$20,646.00	\$1,018.20
Total:		\$20,646.00	\$1,018.20	\$20,646.00	\$1,018.20

PITNEY, HARDIN, KIPP AND SZUCH LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8051		\$171,475.50	\$21,247.51	\$171,475.50	\$21,247.51
Total:		\$171,475.50	\$21,247.51	\$171,475.50	\$21,247.51

PRICEWATERHOUSECOOPERS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7819		\$874,323.01	\$31,689.29	\$842,531.26	\$28,010.99
Total:		\$874,323.01	\$31,689.29	\$842,531.26	\$28,010.99

PROTIVITI					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7813		\$409,720.74	\$21,786.26	\$409,720.74	\$18,363.69
Total:		\$409,720.74	\$21,786.26	\$409,720.74	\$18,363.69

REED SMITH LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7758		\$279,969.75	\$7,166.00	\$279,969.75	\$7,166.00
Total:		\$279,969.75	\$7,166.00	\$279,969.75	\$7,166.00

RICHARDSON PATRICK					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7786		\$243,826.00	\$37,283.69	\$241,808.50	\$37,283.69
Total:		\$243,826.00	\$37,283.69	\$241,808.50	\$37,283.69

WARREN H. SMITH & ASSOCIATES					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7936		\$49,923.50	\$576.91	\$49,923.50	\$576.91
Total:		\$49,923.50	\$576.91	\$49,923.50	\$576.91

STEPTOE & JOHNSON LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8460		\$61,078.00	\$1,943.15	\$61,078.00	\$1,943.15
<b>Total:</b>		<b>\$61,078.00</b>	<b>\$1,943.15</b>	<b>\$61,078.00</b>	<b>\$1,943.15</b>

STROOCK & STROOCK & LAVAN LLP <sup>1</sup>					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7851		\$653,133.20	\$166,252.30	\$648,355.70	\$166,252.30
<b>Total:</b>		<b>\$653,133.20</b>	<b>\$166,252.30</b>	<b>\$648,355.70</b>	<b>\$166,252.30</b>

SWIDLER BERLIN					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7924		\$295,064.25	\$17,028.89	\$294,835.25	\$16,887.09
<b>Total:</b>		<b>\$295,064.25</b>	<b>\$17,028.89</b>	<b>\$294,835.25</b>	<b>\$16,887.09</b>

L. TERSIGNI CONSULTING, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7762		\$198,387.00	\$325.51	\$198,387.00	\$325.51
<b>Total:</b>		<b>\$198,387.00</b>	<b>\$325.51</b>	<b>\$198,387.00</b>	<b>\$325.51</b>

WALLACE KING					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
8044		\$48,025.50	\$16,269.49	\$48,025.50	\$15,617.72
<b>Total:</b>		<b>\$48,025.50</b>	<b>\$16,269.49</b>	<b>\$48,025.50</b>	<b>\$15,617.72</b>

WOODCOCK & WASHBURN					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
7794		\$538,596.00	\$191,155.08	\$538,596.00	\$191,027.08
<b>Total:</b>		<b>\$538,596.00</b>	<b>\$191,155.08</b>	<b>\$538,596.00</b>	<b>\$191,027.08</b>

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<sup>1</sup>Stroock expense total includes \$140,422.11 for fees and costs of Navigant Consulting.